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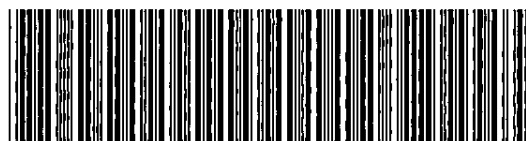
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12 MAR 19 AM 8:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MRS  
3/20/12

**AUSLEY & McMULLEN**

ATTORNEYS AND COUNSELORS AT LAW

123 SOUTH CALHOUN STREET  
P.O. BOX 391 (ZIP 32302)  
TALLAHASSEE, FLORIDA 32301  
(850) 224-9115 FAX (850) 222-7560

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 19, 2012

Secretary of State's Office  
Division of Corporations  
2661 Executive Center Circle West  
Tallahassee, Florida 32301

RE: Florida Conference of Catholic Bishops, Inc.

Dear Sir or Madam:

Enclosed for filing are Articles of Incorporation for the above-referenced corporation and our check for \$78.75. Also enclosed is an extra copy of the Articles for the certified copy. Please call Chris Vause at 425-5446 when the certified copy is ready to be picked-up.

Thank you for your assistance.

Sincerely,



Chris Vause  
Secretary to Robert A. Pierce

/cv

Enclosures

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**ARTICLES OF INCORPORATION  
OF  
FLORIDA CONFERENCE OF CATHOLIC BISHOPS, INC.**

**A Florida Not for Profit Corporation**

**FILED**  
12 MAR 19 AM 8:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned desire to form a non-profit corporation under the "Florida Not For Profit Corporation Act" (Chapter 617, Florida Statutes) and do hereby certify:

**Article 1.**

**Name**

The name of this Corporation shall be the Florida Conference of Catholic Bishops, Inc.

**Article 2.**

**Principal Office**

The principal place of business and the mailing address of the Corporation shall be 201 West Park Avenue, Tallahassee, Florida 32301.

**Article 3.**

**Corporate Purposes**

The purpose of the Corporation shall be to identify, formulate and promote the social and public policy objectives of the Roman Catholic Church and to promote the common well being of all the citizens of Florida; to make available to the public and governmental officials information on such principles, policies and practices as they relate to public policy makers in the executive, legislative and judicial branches of the government of Florida, as well as with other individuals and organizations, in seeking the common well being of the citizens of Florida; to inform Roman Catholic voters; and to participate in the political process on public policy issues from the perspective of the Roman Catholic Church. This Corporation is organized and operated exclusively for social welfare purposes within the meaning of Internal Revenue Code Section 501(c)(4). This Corporation is not organized for profit or engaged in any activity ordinarily carried on for profit. The Corporation shall not engage in any political campaign activities prohibited by the Internal Revenue Code for non-profit organizations.

**Article 4.**

**Corporate Powers**

The Corporation shall have and exercise all powers accorded not-for-profit corporations under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article 3 above. No part of the assets or the net earnings of the Corporation shall inure to the benefit of or be distributable to any officer, director, member, or any other person, except that the Corporation shall be authorized and

empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 above. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to Section 501(c)(4) of the Internal Revenue Code.

#### **Article 5.**

#### **Board of Trustees**

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Trustees, the number of which may be either increased or decreased from time to time as provided for by the Bylaws of the Corporation but shall initially consist of not fewer than seven. The manner and method of election of the Board of Trustees shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Trustees shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit.

#### **Article 6.**

#### **Amendments**

These Articles of Incorporation may be amended by the affirmative vote of at least two-thirds of the members of the Board of Trustees present at any regular or special meeting provided proper notice of the changes to be made has been given and a quorum is present, or without a meeting if a consent in writing, signed by the number of Trustees whose votes would be necessary to authorize such amendment at a meeting, is filed in the minutes of the Corporation. Within ten (10) days after obtaining such authorization by written consent, notice summarizing the action shall be given to those Trustees who have not consented in writing.

#### **Article 7.**

#### **Dissolution**

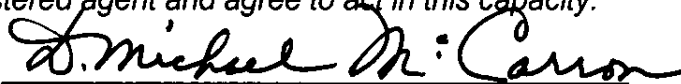
Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed for one or more exempt purposes to any organization which shall then be qualified for exemption under Section 501(c)(4) of the Internal Revenue Code. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes, or, as the said court shall determine, to one or more such organizations as have been organized and operated exclusively for such purposes. None of the assets shall be distributed to any officer, director, or member of the Corporation, or any other person or organization not described in the preceding sentence.

**Article 8.**  
**Registered Office and Registered Agent**

The name and Florida street address of the Registered Agent of the Corporation are as follows:

D. Michael McCarron  
201 West Park Avenue  
Tallahassee, Florida 32301

*Having been named as registered agent to accept service of process for the above-named corporation at the place designated in this document, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*



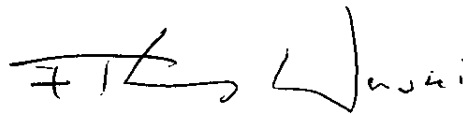
D. Michael McCarron, Registered Agent

**Article 9.**  
**Incorporators**

The names and addresses of the incorporators of the Corporation are:

<u>Name</u>	<u>Address</u>
Most Reverend Thomas G. Wenski	Archbishop of Miami 9401 Biscayne Boulevard Miami Shores, Florida 33138-2970
D. Michael McCarron	201 West Park Avenue Tallahassee, Florida 32301

IN WITNESS WHEREOF, we have executed these Articles of Incorporation of Florida Conference of Catholic Bishops, Inc., on this 19th day of March, 2012.



Most Reverend Thomas G. Wenski



D. Michael Carron

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